

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
: :  
RESIDENTIAL CAPITAL, LLC, et, al., : Case No. 12-12020 (MG)  
: :  
Debtors. : Jointly Administered  
: :  
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**ORDER GRANTING APPLICATION TO FILE LIMITED OBJECTION AND  
RESPONSE OF THE INDEPENDENT DIRECTORS  
OF RESIDENTIAL CAPITAL, LLC TO THE MOTION OF  
WILMINGTON TRUST, NATIONAL ASSOCIATION, FOR AN ORDER  
AUTHORIZING IT TO PROSECUTE CLAIMS AND OTHER CAUSES OF ACTION  
ON BEHALF OF THE RESIDENTIAL CAPITAL, LLC ESTATE UNDER SEAL**

Upon the application (the “Application”),<sup>1</sup> dated May 6, 2013, of the Independent Directors for an order pursuant to section 107(b) of the Bankruptcy Code and Rule 9018 of the Bankruptcy Rules authorizing the Independent Directors to file the Limited Objection and Response (the “Response”) to the Motion of Wilmington Trust, National Association, Solely in its Capacity as Indenture Trustee for the Senior Unsecured Notes Issued by Residential Capital, LLC for an Order Authorizing it to Prosecute Claims and Causes of Action on Behalf of the Residential Capital, LLC Estate (the “Motion”) under seal, as more fully described in the Application; and the Court having jurisdiction to consider the Application and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Trustee having provided notice of the Application to the Notice Parties and no further notice is necessary; and the legal and factual bases set forth in the Application establish just cause to grant the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is granted as provided herein.
2. Pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Independent Directors are authorized to file the Response under seal.
3. The full contents of the Response shall not be disclosed to any parties in these cases other than: (a) the Bankruptcy Court; (b) counsel to Wilmington; (c) counsel to the Debtors, (d) counsel to the Committee; (e) counsel to Ally Financial; (f) the Examiner and his counsel; (g) the United States Trustee; and (e) those parties who have executed stipulations adopting the Uniform Protective Order and have been granted access to the Examiner's Document Depository.
4. Parties receiving a sealed copy of the Response shall treat it as Confidential as defined by the Uniform Protective Order, as applicable..
5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: May 17, 2013  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge